

MEMORANDUM OF FULL RECOURSE ASSIGNMENT AGREEMENT


THIS MEMORANDUM, dated as of 12/30/98, is made by and between Charter Financial, Inc. a New York corporation with an office at 153 East 53rd Street, New York, New York 10022 ("Charter"), and Southern Illinois Railcar Company, an Illinois corporation and Southern Illinois Railcar Company, LLC, a limited liability company with its chief executive office and principal place of business at 505 Buckeye Drive, Troy, Illinois 62294 (collectively the "Assignor").

Assignor and Charter hereby state the following:


1. Assignor and Charter are parties to that certain Full Recourse Assignment Agreement dated as of 12/30/, 1998 (the "Assignment Agreement"), whereby Assignor, assigned and transferred to Charter, all of Assignor's right, title and interest in, to and under the Lease Agreements described on Schedule B hereto.
2. Said Lease Agreements extend to the railroad equipment that is identified in Schedule A attached hereto.
3. Reference is made to the Assignment Agreement for a further description of the rights of Charter under the Assignment Agreement.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:




SOUTHERN ILLINOIS RAILCAR COMPANY

By: 
Fred L. Parsons
President

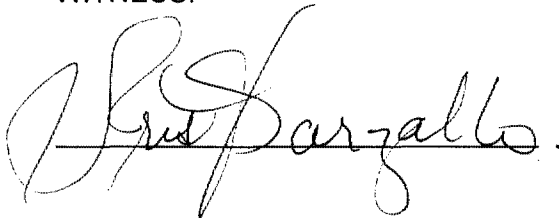
WITNESS:




SOUTHERN ILLINOIS RAILCAR COMPANY, LLC

By: 
Fred L. Parsons
President

WITNESS:



CHARTER FINANCIAL, INC.

By: 
Brian Twomey
Vice President

SCHEDULE A **LIST OF RAILROAD EQUIPMENT**

50 4000 cubic foot, 110-ton capacity, covered hopper railcars with trough hatches and gravity outlet gates bearing rail markings as follows:

BAR 000850	BAR 000851	BAR 000852	BAR 000853
BAR 000854	BAR 000855	BAR 000856	BAR 000857
BAR 000858	BAR 000859		
SIRX 400448	SIRX 400409	SIRX 400410	SIRX 400411
SIRX 400412	SIRX 400412	SIRX 400413	SIRX 400414
SIRX 400415	SIRX 400416	SIRX 400417	SIRX 400418
SIRX 400419	SIRX 400420	SIRX 400421	SIRX 400422
SIRX 400423	SIRX 400424	SIRX 400425	SIRX 400426
SIRX 400427	SIRX 400428	SIRX 400429	SIRX 400430
SIRX 400431	SIRX 400432	SIRX 400433	SIRX 400434
SIRX 400435	SIRX 400436	SIRX 400437	SIRX 400438
SIRX 400439	SIRX 400440	SIRX 400441	SIRX 400442
SIRX 400443	SIRX 400444	SIRX 400445	SIRX 400446
SIRX 400447			

77 3 Pocket Open Top Coal Hopper Cars bearing rail markings as follows:

ITLX 050000	ITLX 050030	ITLX 050058
ITLX 050001	ITLX 050031	ITLX 050059
ITLX 050002	ITLX 050032	ITLX 050060
ITLX 050003	ITLX 050033	ITLX 050203
ITLX 050004	ITLX 050034	ITLX 050204
ITLX 050005	ITLX 050035	ITLX 050205
ITLX 050006	ITLX 050036	ITLX 050206
ITLX 050007	ITLX 050037	ITLX 050207
ITLX 050008	ITLX 050038	ITLX 050208
ITLX 050009	ITLX 050039	ITLX 050209
ITLX 050010	ITLX 050040	ITLX 050210
ITLX 050011	ITLX 050041	ITLX 050211
ITLX 050012	ITLX 050042	ITLX 050212
ITLX 050013	ITLX 050043	ITLX 050213
ITLX 050014	ITLX 050044	ITLX 050214
ITLX 050015	ITLX 050045	ITLX 050216
ITLX 050016	ITLX 050046	ITLX 050217
ITLX 050018	ITLX 050047	ITLX 050218
ITLX 050019	ITLX 050048	ITLX 050219
ITLX 050020	ITLX 050049	ITLX 050220
ITLX 050021	ITLX 050050	ITLX 050221
ITLX 050022	ITLX 050051	
ITLX 050023	ITLX 050052	
ITLX 050025	ITLX 050053	
ITLX 050026	ITLX 050054	
ITLX 050027	ITLX 050055	
ITLX 050028	ITLX 050056	
ITLX 050029	ITLX 050057	

Railcars bearing rail markings as follows:

SIRX 442641	SIRX 442642	SIRX 442643	SIRX 442644	SIRX 442645
SIRX 442646	SIRX 442647	SIRX 442648	SIRX 442649	SIRX 442650
SIRX 442651	SIRX 442652	SIRX 442653	SIRX 442654	SIRX 442655
SIRX 442656	SIRX 442657	SIRX 442658	SIRX 442659	SIRX 442700
SIRX 442760	SIRX 442764	SIRX 442765	SIRX 442767	SIRX 442768
SIRX 442831	SIRX 442940	SIRX 442640		

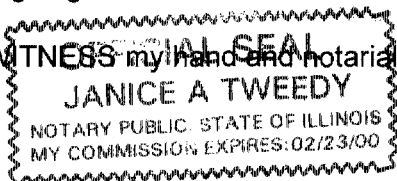
Schedule B
List of Lease Agreements

1. Amendment No. 1 dated July 21, 1998 to Railcar Lease Agreement dated August 6, 1997 between Southern Illinois Railcar Company as Lessor and Ferroquadrum S.A. de C.V. as Lessee
2. Railcar Lease Agreement dated September 3, 1998 between Southern Illinois Railcar Company as Lessor and The Scotts Company as Lessee.
3. Railcar Lease Agreement dated September 14, 1998 between Southern Illinois Railcar Company as Lessor and Cargill Salt, a division of Cargill, Incorporated as Lessee.
4. Lease Agreement dated January 17, 1998 between Southern Illinois Railcar Company and Bangor and Aroostook Railroad Company as Lessee.
5. Lease Agreement dated _____ between Southern Illinois Railcar Company as Lessor and Heritage Group as Lessee.

STATE OF ILLINOIS)
)
COUNTY OF Madison) SS:

On this 30th day of December, 1998, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is the President of Southern Illinois Railcar Company, an Illinois corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Janice A. Tweedy
Notary Public

My commission expires: Feb. 23, 2000

STATE OF ILLINOIS)
)
COUNTY OF Madison) SS:

On this 30th day of December, 1998, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is the President of Southern Illinois Railcar Company, LLC an Illinois Limited Liability Company, that said instrument was signed on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.



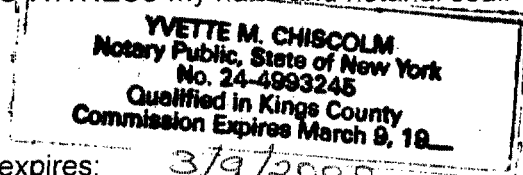
Janice A. Tweedy
Notary Public

My commission expires: Feb. 23, 2000

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS:

On this 31st day of December, 1998, before me, a Notary Public of the County and State aforesaid, personally appeared Brian Twomey, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Charter Financial, Inc., a New York corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Yvette M. Chiscoll
Notary Public

My commission expires: 3/9/2000

AG:ldd.philip.3710.memo to chattel paper.doc